

**SCHEDULE 5**  
**RULE 22**

**FORM 1**  
**NOTICE TO DISSENTING SHAREHOLDER**

[Subsection 222(1) of the *Capital Markets and Services Act 2007*]

To **[name of shareholder]**  
of **[address of shareholder]**

In this notice—

**[name of offeree]** is referred to as “the offeree”, and **[name of offeror]** is referred to as “the offeror”.

On **[date]**, the offeror made a take-over offer for all **[description of shares]** in the offeree at **[relevant terms of the offer]**

Up to **[date]**, being a date within four months after the making of the take-over by the offeror, the take-over offer was accepted by the holders of not less than nine-tenths in nominal value of the **[description of shares]** (other than those already held at the date of the take-over offer by the offeror, or by a nominee for or for a related corporation of the offeror).

The offeror hereby gives you notice, in pursuance of the provisions of section 222 of the *Capital Markets and Services Act 2007*, that it desires to acquire the **[description of shares]** held by you in the offeree.

You are entitled within a month from the date on which this notice is given to require the offeror, by demand in writing served on the offeror to supply you with a statement of the names and addresses of all other dissenting shareholders as shown in the register of members, and the offeror will not be entitled or bound to acquire the shares of those dissenting shareholders until 14 days after the posting to you of the statement of those names and addresses.

Unless upon an application made to the High Court by you on or before **[date]**, being one month from the date of this notice, the High Court orders otherwise, the offeror will, in pursuance of those provisions, be entitled and bound to acquire the **[description of shares]** held by you in the offeree on the same terms of the abovementioned take-over offer.

Dated this **[date]**  
**[signature]**

.....  
**[name and designation in offeror]**

**FORM 2**  
**NOTICE TO SHAREHOLDER WHO HAS NOT ACCEPTED A TAKE-OVER OFFER**  
**[Subsection 223(2) of the Capital Markets and Services Act 2007]**

To **[name of shareholder]**  
of **[address of shareholder]**

In this notice—  
**[name of offeree]** is referred to as “the offeree”, and **[name of offeror]** is referred to as “the offeror”.

A take-over offer was extended to **[description of shares]** in the offeree by the offeror on **[date]**.

In pursuance of that take-over offer, the offeror has, by virtue of the acceptances of the take-over offer, acquired **[state amount of shares transferred]** on **[date]** to which the take-over offer relates.

The offeror hereby gives you notice, in pursuance of the provisions of subsection 223(1) of the *Capital Markets and Services Act 2007*, that those shares together with such other shares in the offeree company as were held by the offeror, or by a nominee for, or a related corporation of the offeror at the period mentioned in subsection 223(1) of the *Capital Markets and Services Act 2007* comprise or include nine-tenths in nominal value of the **[description of shares]** in the offeree.

In pursuance of those provisions you may, by **[date]**, which shall not be less than 3 months from the close of the offer, give notice that you require the offeror to acquire your holding of **[description of shares]** in the offeree company, and if you give that notice the offeror will be entitled and bound to acquire those shares on the terms of the take-over offer or such other terms as may be agreed or as the High Court, on application made to it by you or by the offeror, thinks fit to order.

Dated this **[date]**

**[signature]**

.....

**[name and designation in offeror]**